

26 September 2014

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

NOTICE OF 2014 ANNUAL GENERAL MEETING

Please see attached:

- (i) the 2014 Notice of Annual General Meeting;
- (ii) a sample proxy form for the AGM; and
- (iii) a "Questions from shareholders" form.

Copies of these documents will be sent to shareholders today.

The 2014 AGM is scheduled for Wednesday 27 October 2014 from 10.00am at the Radisson Blu Hotel Sydney (Marble Room, Lower Ground Floor), 27 O'Connell Street, Sydney NSW.

Yours faithfully



Linda Ellis
Group Company Secretary & General Counsel

Steadfast Group Limited

ABN: 98 073 659 677 ACN: 073 659 677
Level 3, 99 Bathurst Street, Sydney NSW 2000
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STRENGTH WHEN YOU NEED IT



Notice of 2014 Annual General Meeting

Notice is hereby given that the 2014 Annual General Meeting ("AGM") of shareholders of Steadfast Group Limited (ACN 073 659 677) (referred to hereafter as either the "Company" or "Steadfast") will be held on:

Wednesday, 29 October 2014
at 10:00am AEST at:

The Radisson Blu Plaza Hotel
Marble Room, Lower Ground Floor
27 O'Connell St, Sydney NSW 2000

1. Consideration of reports

To receive and consider the financial report for the Company and its controlled entities, the directors' report and independent auditor's report for the financial year ended 30 June 2014 as set out in the Company's 2014 annual report.

There is no vote on this item.

2. Remuneration report

To consider and if thought appropriate, pass the following resolution as an advisory resolution:

"That the remuneration report (set out in the directors' report) for the financial year ended 30 June 2014 be adopted."

3. Grant of equity and termination benefits

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution:

"That approval be given for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes to either the issue or transfer of ordinary shares in the capital of the Company (or cash in lieu) to the participants (including the Managing Director & CEO) in accordance with the Company's long term and short term incentive schemes (including in circumstances of death, genuine retirement, redundancy or total and permanent disability)."

4. Re-election of director

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution:

"That Mr Frank O'Halloran, AM be re-elected as a director of the Company."

By order of the Board.



Linda Ellis

Company Secretary

26 September 2014

Item 2 – Remuneration report

In accordance with the Corporations Act, the Company is required to present the Company's remuneration report to shareholders for consideration and adoption at the meeting. The remuneration report is located on pages 34 - 50 of the Company's 2014 annual report and is also available on the Company's website www.steadfast.com.au. Shareholders will have an opportunity to ask questions and comment on the remuneration report at the AGM.

The vote on this resolution is advisory only and does not bind the directors or the Company. Nevertheless, the board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

Due to the "two strikes rule" in the Corporations Act, votes against this resolution could lead to an extra meeting to elect directors next year. If 25% or more of votes cast are voted against the adoption of the remuneration report at two consecutive AGMs (the first and second "strikes"), a "spill resolution" must be put to shareholders at that second AGM as to whether a further meeting should be held at which all directors (other than the Managing Director & CEO ("MD & CEO")) cease to hold office but may stand for re-election. This will not affect this year's AGM or director re-election.

The Company's remuneration structure is designed to align executive and shareholder interests, retain talent and support long term value creation by providing competitive remuneration and valuable rewards for exceptional performance and earnings per share growth. The Company obtains independent input to confirm the appropriateness of these arrangements.

Noting that each director has a personal interest in their own remuneration from the Company as described in the remuneration report, the board recommends that shareholders vote in favour of the resolution in item 2.

*The Chairman of the AGM intends to vote undirected proxies able to be voted **in favour** of this resolution.*

Voting exclusion - item 2

1. Subject to paragraph 2, a vote must not be cast (in any capacity) on the resolution in item 2 by or on behalf of a member of the Company's key management personnel (including the directors) ("KMP"), details of whose remuneration are included in the remuneration report or their closely related parties, whether as a shareholder or as a proxy, except that a vote may be cast on the resolution in item 2 by a KMP, or a closely related party of a KMP if:
 - a. the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in item 2; and
 - b. the vote is not cast on behalf of a KMP or a closely related party of a KMP.
2. If you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default¹, and you do not direct your proxy how to vote on the resolution in item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in item 2 even if item 2 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

¹ Due to the failure of your nominated proxy to attend or if no proxy was identified in your lodged proxy form.

Item 3 – Grant of equity and termination benefits

In the financial year ended 30 June 2014 ("FY14") there were seven participants in the Company's short term incentive plan ("STI") and long term incentive plan ("LTI"), being members of the Company's executive team disclosed in the 2014 annual report, all key management personnel. In future years, there may be additional participants at the discretion of, and with the approval of, the board and on the recommendation of the Remuneration & Succession Planning Committee ("RSPC").

Aggregate STI cash payments for FY14 were \$1,108,106. The value of aggregate STI deferred equity awards ("DEAs") granted for FY14 was \$738,738. The MD & CEO, Mr Kelly, was awarded \$552,240 in cash and \$368,160 in DEAs.

The value of aggregate LTI DEAs granted for FY14 was \$1,106,336. The MD & CEO, Mr Kelly, was awarded \$390,000 in DEAs.

The key elements of the remuneration paid to the Company's executive team named in 2014 annual report who are all key management personnel ("Executive Team") are:

- fixed remuneration of cash salary, superannuation and non-monetary benefits;
- an annual incentive under the STI ; and
- a long term incentive under the LTI.

The board believes that the fundamental driver for executive remuneration should be long term financial performance that generates value for Steadfast shareholders. The at-risk (or variable) remuneration components for the Executive Team are set by reference to current market practice and regulation. To ensure the Executive Team remains focused on long term outcomes without encouraging excessive risk taking, the following conditions apply:

- financial performance hurdle – diluted earnings per share ("EPS") growth has been chosen to meet and align with shareholders' objectives;
- operating performance hurdle – each member of the Executive Team has set annual performance objectives and must achieve at least 60% of those objectives to be eligible for any STI or LTI;
- 40% of the STI is granted as DEAs and is satisfied by either the issue or transfer of ordinary shares in the capital of the Company ("Steadfast shares") after the end of the three year period from the grant date (from the year ending 30 June 2015 ("FY15"), vesting of the STI is in three equal tranches after one, two and three years from the grant date);
- vesting of the LTI occurs after five years from the grant date (from FY15, vesting occurs after three years from the grant date) and is satisfied by either the issue or transfer of Steadfast shares; and
- the board retains the discretion to adjust any unpaid or unvested performance related remuneration (such as STI – cash, STI – DEAs and LTI) downwards if it is appropriate to do so.

The Executive Team met their non-financial performance objectives and the Steadfast group achieved an underlying EPS growth of 19.1% for FY14.

The underlying EPS for FY14 was measured on a pro forma basis to reflect:

- a full 12 months operation of the Steadfast group; and
- the normalised results by excluding non-recurring income and expenses that resulted from the ASX listing and restructure.

The STI consisting of cash and DEAs commenced in FY14 and is designed to recognise the contributions and achievements of participants when outstanding financial results and individual performance objectives are achieved.

Details of the STI are explained below and may be amended in the future.

Key details of the STI

Potential maximum STI	The MD & CEO can earn up to 125% of his annual fixed remuneration. Other participants can earn 50% to 75% of their annual fixed remuneration.
Performance measures	Non-financial measures – personal, cultural and behavioural objectives as agreed with the board. At least 60% of the objectives must be achieved by participants to be eligible for any STI. Financial measures – no STI will be payable unless at least 5% EPS growth is achieved. Maximum STI could be awarded if the EPS growth is 20% or more (from FY15, maximum STI could be awarded if the EPS growth is 15% or more).
Testing and approval of performance measures	The MD & CEO's STI is recommended by the RSPC based on financial and non-financial performance outcomes and approved by the board. The STI of other participants is recommended by the MD & CEO to the RSPC based on financial and non-financial performance outcomes and recommended by the RSPC for approval by the board.
Rationale for choosing performance measures	The financial measure of EPS growth is chosen to ensure long term shareholder value is achieved. The non-financial measures are chosen to ensure each participant performs specific tasks that support the success of the Company.
Forms of STI reward elements	60% is paid as cash, normally in September following the end of financial year. 40% is granted as a DEA of conditional rights to Steadfast shares and vesting after a three year tenure hurdle from the grant date (from FY15, vesting of the DEA is in three equal tranches after one, two and three years from the grant date).
Key terms of DEA	DEA of conditional rights to Steadfast shares are normally granted in August following the financial year. These rights are granted to the participants at no cost, equal to the dollar value of their DEA awarded. No consideration is payable on the conversion into Steadfast shares of the DEAs. The number of conditional rights granted is calculated based on the weighted average share price over the five trading days before the grant date. The participants in the STI become eligible to receive one Steadfast share per conditional right subject to their continuing employment with the Company for a three year period from the grant date. These rights accrue notional dividends which will be paid upon vesting.
Forfeiture conditions	The board retains the discretion to adjust any unpaid or unvested performance related remuneration downwards if it is appropriate to do so. The conditional rights will be forfeited if the participant resigns before the vesting date. When a participant ceases employment in special circumstances, such as genuine retirement or redundancy, any unvested rights may be paid in cash and/or Steadfast shares subject to board discretion.

The LTI in the form of DEAs commenced in FY14 and is designed to provide participants with the opportunity to acquire Steadfast shares as a reward for increasing EPS over the longer term.

Details of the LTI are explained below and may be amended in the future.

Key details of the LTI

Potential maximum LTI	MD & CEO can earn up to 50% of his annual fixed remuneration. Other participants can earn 15% to 50% of their annual fixed remuneration.
Approval of the LTI	The MD & CEO's LTI is recommended by the RSPC based on financial and non-financial performance outcomes and approved by the board. The LTI of other participants is recommended by the MD & CEO to the RSPC based on financial and non-financial performance outcomes and recommended by the RSPC for approval by the board.
Forms of LTI reward	DEA of conditional rights to Steadfast shares and vesting after a five year tenure hurdle (three years from FY15 onwards) and meeting future performance hurdles from the grant date.
Future performance hurdles	Financial measures – no LTI will vest unless the Group's average EPS growth is at least a compound 10% per annum over the five year vesting period (three years from FY15 onwards). Non-financial measures – personal, cultural and behavioural objectives as agreed with the board. At least 60% of the objectives must be achieved by participants to be eligible to any LTI.
Rationale for choosing performance measures	The financial measure of EPS growth is chosen to ensure long term shareholder value is achieved. The non-financial measures are chosen to ensure each participant performs specific tasks that support the success of the Company.
Key terms of DEA	DEA of conditional rights to Steadfast shares are normally granted in September following the end of the financial year. These rights are granted to participants at no cost, to the dollar value of a percentage to their fixed remuneration in accordance with the LTI. No consideration is payable on the conversion into Steadfast shares of the DEAs of conditional rights. The number of conditional rights granted is calculated based on the weighted average share price over the five trading days before the grant date. Participants become eligible to receive one Steadfast share per conditional right subject to their continuing employment with the Steadfast group for a five year period from the grant date (three years from FY15 onwards) and meeting performance hurdles, subject to board discretion. These rights will accrue notional dividends which will be paid upon vesting.
Forfeiture conditions	The board retains the discretion to adjust any unpaid or unvested LTI downwards if it is appropriate to do so. The conditional rights will be forfeited if the participant resigns before the vesting date. When an executive ceases employment in special circumstances, such as genuine retirement or redundancy, any unvested rights may be paid in cash and/or Steadfast shares subject to board discretion.

General

ASX Listing Rules

ASX Listing Rule 10.14 prohibits the issue of new shares to a director (or their associates) under an employee incentive scheme without shareholder approval. It aims to minimise the dilution of shareholders and to protect them against related party transactions. There are no directors or associates of directors, other than Mr Kelly, who are currently entitled to participate in the LTI or STI. Details of any Steadfast shares issued under the LTI or STI will be published in each annual report of the Company relating to a period in which the Steadfast shares have been issued and approval for the purposes of Listing Rule 10.14, where required, has been obtained. No Steadfast shares will be issued to any additional persons who fall within ASX Listing Rule 10.14, become entitled to participate in the STI or LTI and are not named in this notice of meeting until approval is obtained under ASX Listing Rule 10.14.

Shareholder approval obtained for the purposes of ASX Listing Rule 10.14 is effective for three years from the date of the approval. This timeframe will cover any issue of Steadfast shares under the 2014 STI for which the vesting period of conditional rights is three years. However, the vesting period for conditional rights awarded under the 2014 LTI is five years. Accordingly, shareholder approval for any issue of Steadfast shares in satisfaction of those 2014 LTI conditional rights will require refreshing after three years and before those conditional rights vest in five years. The approval will also cover any issue of Steadfast shares under 2015 and 2016 STIs in relation to any DEAs of conditional rights which may vest within three years from the date of this shareholder approval. No Steadfast shares will be issued relying on this shareholder approval after three years from the date of this meeting.

Corporations Act

Under section 200B of the Corporations Act, a corporation can only give a person who holds a “managerial or executive office” (as defined in the Corporations Act) a “benefit” (widely defined in the Corporations Act) in connection with their retirement from that office or position of employment in the corporation or a “related body corporate” (again as defined in the Corporations Act) if it is approved by shareholders or one of the limited exemptions apply. Under the Corporations Act, the maximum termination amount which may be paid without shareholder approval is an amount equal to average annual base salary over the last three years. “Benefit” includes early vesting. The Corporations Act defines retirement broadly to include loss of office, resignation and death. Section 200B applies to all current and future participants in the STI and LTI.

The Corporations Act limits the maximum termination amounts which a corporation can pay on retirement to persons who hold a “managerial or executive office” (as defined in the Corporations Act). Shareholder approval is sought so that share benefits or any equivalent cash payment in lieu (“Benefits”) to participants under either the STI or LTI (in relation to 2014 and in subsequent years) do not count towards such maximum termination amounts to the extent the Benefits involve death, genuine retirement, redundancy or total and permanent disability. In these four circumstances, the board may provide the Benefits earlier than the usual three (for 2014 STI and 2015 LTI onwards) or five year (for 2014 LTI) vesting periods (and despite the fact that the participant is not employed for the entire vesting period). The most likely example is genuine retirement.

In the absence of shareholder approval, it is possible the circumstances mentioned above may result in a benefit to a participant in the STI and LTI to which an exemption from section 200B may not apply and which together with other remuneration may exceed the maximum termination amount. For example, this may occur if the board exercises discretion as referred to in “Forfeiture conditions” under the tables above setting out “Key details of the STI” and “Key details of the LTI” to pay any unvested rights in cash and/or Steadfast shares before those rights would otherwise vest.

*The directors with Mr Kelly abstaining (and not voting) recommend that shareholders vote **in favour** of this resolution. None of the directors (excluding Mr Kelly who has a material personal interest) have any interest in the outcome of the proposed resolution except to secure the services of participants in the STI and LTI on a continuing basis.*

Voting exclusion - item 3

1. Steadfast will disregard any votes cast on item 3 by the MD & CEO and any associate of the MD & CEO. However, the Company need not disregard a vote on item 3 if:
 - a. it is cast by the MD & CEO or any associate of the MD & CEO as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - b. it is cast by the MD & CEO if he is chairing the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. Further, a vote on item 3 must not be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office, or position of employment, the subject of item 3 ("Relevant Executive"), or an associate of that Relevant Executive. However, a person is entitled to cast a vote if:
 - a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
 - b. it is not cast on behalf of a Relevant Executive or an associate of a Relevant Executive.
3. In addition, a vote must not be cast on item 3 by a member of the KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on item 3.

Item 4 – Re-election of director

The board undertakes a regular review of its performance, policies and practices. The review includes an assessment of the performance of each director, their experience and skills. This is taken into account by the board in determining whether to endorse directors standing for re-election and anyone offering themselves for election as a director.

Mr Frank O'Halloran, AM

Mr O'Halloran is retiring by rotation in accordance with article 13.5 of the Company's constitution and ASX Listing Rule 14.4 and is offering himself for re-election. The board has concluded that Mr O'Halloran is independent.

Mr O'Halloran was appointed to the Steadfast board in 2012 as Chairman of the board. He is a non-executive director and serves on the Audit & Risk, Remuneration & Succession Planning and Nomination committees, being the chairman of the latter.

Mr O'Halloran commenced his career as a chartered accountant in 1963, working for more than 13 years with Coopers & Lybrand (now PwC). He joined QBE Insurance Group Limited in June 1976 as Group Financial Controller and was appointed to its board in 1983 as Director of Finance. In 1994, Mr O'Halloran assumed the role of Director of Operations at QBE, and was appointed Chief Executive Officer four years later. Mr O'Halloran retired as Chief Executive Officer of QBE in August 2012.

Mr O'Halloran has also been active in the insurance industry, holding many representative positions in the Insurance Council of Australia (ICA), including president and director of the ICA in 1999-2000.

Mr O'Halloran is also a director of SubZero Group Limited and Sydney Swans Foundation Limited.

*The directors with Mr O'Halloran abstaining (and not voting) recommend that you vote **in favour** of the resolution in item 4.*

Mr Jonathan Upton

Mr Upton is retiring by rotation in accordance with article 13.5 of the Company's constitution and ASX Listing Rule 14.4 and is not offering himself for re-election. Mr Upton is Managing Director, and a shareholder, of Steadfast IRS Pty Limited, a network broker, strategic partner and subsidiary of the Company's, being the Sydney hub. In light of this close association with the Company, Mr Upton has decided in the interests of good corporate governance not to offer himself for re-election.

The directors thank Mr Upton for his substantial contribution to the Company over many years, including as director since 2005, and look forward to a close continuing association, particularly through Steadfast IRS. It is intended that Mr Upton will also be appointed as a director of Steadfast Insurance Brokers Pty Ltd and Steadfast Underwriting Agencies Holdings Pty Ltd, wholly owned subsidiaries of the Company.

1. Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the directors have determined that a shareholder's entitlement to vote at the 2014 AGM is as set out in the Company's share register as at 10.00am (Sydney time) on 27 October 2014.

Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the 2014 AGM.

2. Proxies

a. **Proxy form:** A proxy form is included with this notice of AGM.

b. **Appointing a proxy:** If you are entitled to attend and vote at this AGM, you may appoint:

- a person ("person" can be an individual or a body corporate); or
- if the shareholder is entitled to cast two or more votes at the meeting, two persons,

as your proxy or proxies to attend and vote for you at the meeting. A proxy need not be a shareholder.

c. **Maximum of two:** You may appoint a maximum of two proxies and may state on the proxy form what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.

d. **Deadline for receipt:** The Company must receive at least 48 hours (i.e. by 10.00am Sydney time on 27 October 2014) before the meeting:

- your completed proxy form; and
- if you sign under power of attorney or corporate representative, that power of attorney or corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the AGM) will be invalid.

e. **How to send:** The proxy form (and any authority appointing an attorney or corporate representative) must be:

- sent by post to the Company's share registry:
Steadfast Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235
Australia;
- delivered by hand to the Company's share registry:
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138;
- sent by fax to the Company's share registry on +61 2 9287 0309; or
- lodged on-line at www.linkmarketservices.com.au.

f. **How and when a proxy must vote:** If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

g. **Proxy Voting by Chairman** - The Chairman of the AGM will vote undirected proxies in favour of items 2 and 4. As also noted on the proxy form for the meeting, where the Chairman of the AGM is appointed as proxy and none of the 'For', 'Against' or 'Abstain' boxes is marked for item 3, the appointing shareholder will be deemed to direct the Chairman of the AGM to vote in favour of item 3. The voting exclusions on KMP in items 2 and 3 do not apply to the Chairman of the AGM acting as proxy if their appointment expressly authorises the Chairman of the AGM to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a KMP of Steadfast.

h. **Directing proxy votes:** We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing a "For", "Against" or "Abstain" box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

3. Body corporate representative

Any corporation wishing to appoint a person to act as representative at the meeting may do so by providing that person with:

- a "Certificate of Appointment of Corporate Representative" which can be obtained from the Company's share registry; or
- a letter or certificate authorising the person to act as the corporation's representative in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

4. Questions from shareholders

A shareholder of the Company who is entitled to vote at the AGM may submit a written question either to the Chairman of the AGM or the Company's auditor using the *Questions from shareholders form* enclosed with this notice and available from the Company's website at www.steadfast.com.au/Investor-Centre/?page=AGM. The question(s) may be submitted by sending the form to the Company no later than 22 October 2014.



Steadfast Group Limited

Level 3, 99 Bathurst Street
Sydney NSW 2000
Phone +61 2 9495 6500
www.steadfast.com.au



By mail:
Steadfast Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Steadfast Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 29 October 2014 at the Marble Room, Lower Ground Floor, Radisson Blu Hotel, 27 O'Connell Street, Sydney, NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2 and 4. If none of the 'For', 'Against' or 'Abstain' boxes is marked for Item 3, you will be deemed to direct the Chairman of the Meeting to vote in favour of Item 3.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 2

Remuneration Report

For Against Abstain*

☐ ☐ ☐

Resolution 3

Grant of equity and termination benefits

☐ ☐ ☐

Resolution 4

Re-election of Mr Frank O'Halloran as Director

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, all securityholders must sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SDF PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all securityholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 27 October 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Steadfast Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.



STEADFAST GROUP LIMITED

ACN 073 659 677

LODGE YOUR QUESTIONS



ONLINE >

www.linkmarketservices.com.au



By mail:
Steadfast Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Steadfast Group Limited (“the Company”) that you would like us to respond to at the Company’s 2014 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s security registrar, Link Market Services Limited, by **10:00am on Wednesday, 22 October 2014.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

Question(s)

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| ☐ Performance or financial reports | ☐ A resolution being put to the AGM | ☐ General suggestion |
| ☐ Remuneration Report | ☐ Sustainability/Environment | ☐ Other |
| ☐ My question is for the auditor | ☐ Future direction | |

- | | | |
|---|--|---|
| ☐ Performance or financial reports | ☐ A resolution being put to the AGM | ☐ General suggestion |
| ☐ Remuneration Report | ☐ Sustainability/Environment | ☐ Other |
| ☐ My question is for the auditor | ☐ Future direction | |
